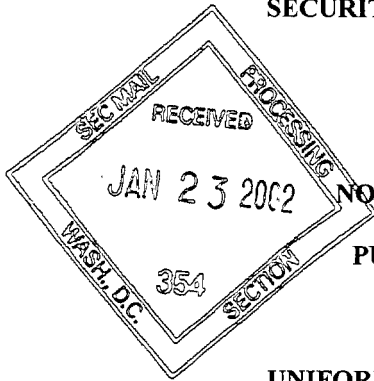


SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

U.S. POST OFFICE
DELAYED

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Second Private Placement of Series B Preferred Stock

Filing Under (Check box(es) that apply):

☐ Rule 504☐ Rule 505☒ Rule 506☐ Section 4(6)☐ ULOEType of Filing: ☒ New Filing☐ Amendment

A. BASIC IDENTIFICATION DATA

Enter the information requested about issuer

Name of Issuer

(☐ check if this is an amendment and name has changed, and indicate change.)

CDDDB, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

6325 Digital Way, Indianapolis, IN 46278

Telephone Number (Including Area Code)

(317) 616-6789

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices) 2141 4th St., Berkeley, CA 94710

Telephone Number (Including Area Code)

(510) 849-2332

Brief Description of Business

High Technology Company

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify)

Limited liability company

☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month

Year

1

0

9

9

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

D

E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CRF 230.501 et seq. or 15 U.S.C. 77d.*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.*Filing Fee:* There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.*Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.*

SEC 1972 (2-97)

OMB Approval

OMB Number 3235-0076

Expires: May 31, 2002

Estimated average burden
hours per response... 16.00

SEC USE ONLY

Prefix

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DATE RECEIVED

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PROCESSED

JAN 29 2002

THOMSON

FINANCIAL

Estimated

A. BASIC IDENTIFICATION DATA

1. Enter the information requested for the following:
- Each promotor of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote of disposition of, 10% or more of a class of equity security of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promotor ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and Managing Partner

Full Name (Last name first, if individual)

Jones, Scott A.

Business or Residence Address (Number and Street, City, State, Zip Code)

6325 Digital Way, Indianapolis, IN 46278

Check Box(es) that Apply: ☐ Promotor ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and Managing Partner

Full Name (Last name first, if individual)

Stanford, Scott

Business or Residence Address (Number and Street, City, State, Zip Code)

231 East 48th Street, New York, NY 10017

Check Box(es) that Apply: ☐ Promotor ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and Managing Partner

Full Name (Last name first, if individual)

Hyman, David

Business or Residence Address (Number and Street, City, State, Zip Code)

2141 4th St., Berkeley, CA 94710

Check Box(es) that Apply: ☐ Promotor ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and Managing Partner

Full Name (Last name first, if individual)

Roberts, Dale T.

Business or Residence Address (Number and Street, City, State, Zip Code)

2141 4th St., Berkeley, CA 94710

Check Box(es) that Apply: ☐ Promotor ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and Managing Partner

Full Name (Last name first, if individual)

Doherty, Nora B.

Business or Residence Address (Number and Street, City, State, Zip Code)

6325 Digital Way, Indianapolis, IN 46278

Check Box(es) that Apply: ☐ Promotor ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and Managing Partner

Full Name (Last name first, if individual)

Mantle, Mickey W.

Business or Residence Address (Number and Street, City, State, Zip Code)

2141 4th St., Berkeley, CA 94710

Check Box(es) that Apply: ☐ Promotor ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and Managing Partner

Full Name (Last name first, if individual)

Scherf, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)

2141 4th St., Berkeley, CA 94710

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Check Box(es) that Apply:	<input type="checkbox"/> Promotor	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and Managing Partner
Full Name (Last name first, if individual) Leeds, Matthew					
Business or Residence Address (Number and Street, City, State, Zip Code) 2141 4th St., Berkeley, CA 94710					
Check Box(es) that Apply:	<input type="checkbox"/> Promotor	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and Managing Partner
Full Name (Last name first, if individual) Doherty, Thomas J.					
Business or Residence Address (Number and Street, City, State, Zip Code) 5699 Central Avenue, Indianapolis, IN 46220					
Check Box(es) that Apply:	<input type="checkbox"/> Promotor	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and Managing Partner
Full Name (Last name first, if individual) Stevens, Christopher W.					
Business or Residence Address (Number and Street, City, State, Zip Code) 947 Waverly Street, Palo Alto, CA 94301					
Check Box(es) that Apply:	<input type="checkbox"/> Promotor	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and Managing Partner
Full Name (Last name first, if individual) Hilbert, Stephen C. and Tomisu					
Business or Residence Address (Number and Street, City, State, Zip Code) 1143 W. 116th Street, Carmel, IN 46032					
Check Box(es) that Apply:	<input type="checkbox"/> Promotor	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and Managing Partner
Full Name (Last name first, if individual) Simon Investors IV, LLC					
Business or Residence Address (Number and Street, City, State, Zip Code) Attn: Steve Simon, 115 W. Washington Street, 16th Floor South, Indianapolis, IN 46204					
Check Box(es) that Apply:	<input type="checkbox"/> Promotor	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Check Box(es) that Apply:	<input type="checkbox"/> Promotor	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box ☐ and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ -0-	-0-
Equity.....	\$4,500,000	\$3,075,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ -0-	\$ -0-
Partnership Interests.....	\$ -0-	\$ -0-
Other (Specify)	\$ -0-	\$ -0-
Total.....	\$4,500,000	\$3,075,000

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	3	\$3,075,000
Non-accredited Investors	-0-	\$ -0-
Total (for filings under Rule 504 only).....	N/A	N/A

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first date of sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	N/A	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504.....	N/A	\$ N/A
Total	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ -0-
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 5,000
Legal Fees.....	<input type="checkbox"/>	\$ -0-
Accounting Fees	<input type="checkbox"/>	\$ -0-
Engineering Fees.....	<input type="checkbox"/>	\$ -0-
Sales Commissions (Specify finder's fees separately).....	<input type="checkbox"/>	\$ -0-
Other Expenses (identify)	<input type="checkbox"/>	\$ -0-
Total.....	<input checked="" type="checkbox"/>	\$ 5,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS


b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$3,070,000**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in respect to Part C-Question 4.b. above.

		Payments to Officers, Directors, & Affiliates		Payments to Others
Salaries and fees	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Purchase of real estate	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Repayment of indebtedness	<input type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ 3,000,000
Working capital	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Other (specify): special redemption of previously issued Series B Preferred Stock .	<input type="checkbox"/>	\$ -0-	<input checked="" type="checkbox"/>	\$ 70,000
Pre-Opening Operating Expenses	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Column Totals	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/>	\$3,070,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized persons. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
CDDDB, Inc.		12/31/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Nora B. Doherty	Secretary	

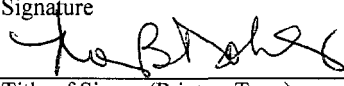
ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?..... Yes ☐ No ☒
- See Appendix, Column 5, for state response.
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuing officers.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The Issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
CDDDB, Inc.		12/31/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Nora B. Doherty	Secretary	

Instructions:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX									
1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part-B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes attach explanation on waiver granted (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	Preferred Equity: \$3,000,000	0	0	0	0		X
AR									
CA		X	Preferred Equity: \$3,000,000	0	0	0	0		X
CO		X	Preferred Equity: \$3,000,000	0	0	0	0		X
CT									
DE									
DC									
FL		X	Preferred Equity: \$3,000,000	0	0	0	0		X
GA		X	Preferred Equity: \$3,000,000	0	0	0	0		X
HI									
ID									
IL		X	Preferred Equity: \$3,000,000	0	0	0	0		X
IN		X	Preferred Equity: \$4,500,000	3	\$3,075,000	0	0		X
IA									
KS									
KY		X	Preferred Equity: \$3,000,000	0	0	0	0		X
LA									
ME									
MD									
MA		X	Preferred Equity: \$3,000,000	0	0	0	0		X
MI									
MN									
MS									
MO									
MT									
NE									